EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	Chapter 11
RHI Entertainment, Inc., et al.,[1]	Case No. 10-16536 (SMB)
Debtors.	
	Jointly Administered

ORDER PURSUANT TO SECTIONS 105(a), 363(b) AND 503(b) OF THE BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO ENTER INTO AND PERFORM UNDER CERTAIN EXIT FACILITY LETTERS

Upon consideration of the motion (the "**Motion**")[2] of the above-captioned Debtors for entry of an order authorizing the Debtors to enter into and perform under certain fee and commitment letters (the "**Exit Facility Letters**") with J.P. Morgan Chase Bank, N.A. and J.P. Morgan Securities LLC (collectively, the "**JP Morgan**"); and it appearing to the Court that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that the Motion represents the reasonable and appropriate exercise of the Debtors' business judgment and that the relief requested in the Motion is in the best interests of the Debtors, their estates and their creditors; and it appearing that due and proper notice of the Motion has been given; and after due deliberation and sufficient cause therefore, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.

[1] The Debtors in these related cases, along with the last four digits of each Debtor's federal tax identification number, are: RHI Entertainment, Inc. (4616); RHIE Holdings Inc. (5429); RHI Entertainment Holdings II, LLC (0004); RHI Entertainment, LLC (7887); RHI Entertainment Productions, LLC (6014); RHI Entertainment Distribution, LLC (6017); RHI International Distribution Inc. (7653); NGP Holding, Inc. (6138); HEGOA INC. (4608); Independent Projects, Inc. (2430); Don Quixote, Inc. (1238); HE Pro Tunes, Inc. (2268); HEP Music, Inc. (2267); Metropolitan Productions, Inc. (9375); Library Storage, Inc. (8155); HEP SS Music Inc. (7969); and SLB Productions, Inc. (8171).

[2] Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion.

2. Subject to paragraph 4 of this Order, and pursuant to Sections 105 and 363(b) of the Bankruptcy Code, the Exit Facility Letters, and the terms provided therein, are hereby approved, and the Debtors are authorized to enter into, and perform under, the Exit Facility Letters.

3. The Debtors' obligations under the Exit Facility Letters, including the Expense Reimbursement and Indemnification provisions, are actual and necessary costs of preserving the Debtors' estates and are hereby afforded administrative expense priority status under Section 503(b)(1) of the Bankruptcy Code.

4. Nothing herein approves the Financing Fees or the Exit Facilities.

5. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

6. Notwithstanding Bankruptcy Rule 6004(h) or any other applicable Bankruptcy Rule, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and enforcement of this Order.

Dated: February _____, 2011
New York, New York

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Honorable Stuart M. Bernstein
United States Bankruptcy Judge